

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ES&G Trading, Inc.

Plaintiff,

Against

Case No. 07CV 3371 (RPP)

Sun Capital, Inc.

Defendant.

CONSENT TO CHANGE ATTORNEY

IT IS HEREBY CONSENTED THAT

PETER HORT, ESQ., of 153 Hudson Street, New York, New York 10013 be substituted as attorney of record for the undersigned party in the above entitled action in place and in stead of the attorney as of the date stated:

Dated: New York, NY  
June 1, 2007

*Peter Hort*

PETER HORT, ESQ.

By: Peter Hort  
Incoming Counsel

*Lawrence Morrison*  
LAWRENCE MORRISON, ESQ.

By: Lawrence Morrison  
Outgoing Counsel

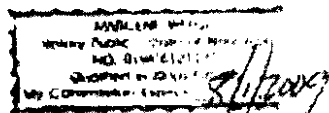
*Evan Salton*  
ES&G Trading, Inc.

By: Evan Salton  
Plaintiff

STATE OF NEW YORK, COUNTY OF NEW YORK) ss.:

On the 4 day of June, 2007, before me personally came and appeared EVAN SALTON to me known and known by me to be the individual described in and who executed the foregoing instrument, and who duly acknowledged to me that he executed same.

*Margaret Wood*  
NOTARY PUBLIC



SO ORDERED:

*Paul P. Patterson*  
U.S.D.J.

June 7, 2007

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

=====X

ES&G Trading, Inc.

Plaintiff.

Against

Case No. 07CV 3371 (RPP)

Sun Capital, Inc.

Defendant.

CONSENT TO CHANGE ATTORNEY

=====X

STATE OF NEW YORK        )  
COUNTY OF NEW YORK     ) ss.:

PETER HORT, ESQ., an attorney at law duly admitted to practice before the courts of the State of New York, being duly sworn deposes and says:

1. I am member of the Bar of this Court, with offices located at 153 Hudson Street, New York, New York 10013. I submit this Affidavit in support of the Consent to Change Attorney in connection with the above referenced case.

2. I am personally familiar with the facts and circumstances described herein.

3. I am replacing the outgoing counsel, Lawrence Morrison, Esq. as the attorney of record for the Plaintiff in this litigation and in negotiations regarding the Defendant, Sun Capital, Inc.

4. I am handling another different but related case for the Plaintiff and the Plaintiff has determined that they wish to pursue this matter with me as well.

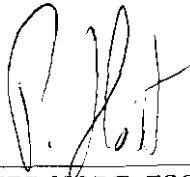
5. This case was removed from New York State Supreme Court (Case No. 07-103506) to the Federal Courts on April 27, 2007.

6. Currently this case is scheduled for a conference July 12, 2007 and a scheduling order is expected shortly.

7. Nevertheless, a potential and tentative settlement has been reached between the two parties subject to negotiations and discussions arising out of a few details.

8. I expect resolution of the is case in a matter of weeks; or in the alternative a possible bankruptcy for the Plaintiff, which we are trying to avoid.

Dated: New York, NY  
June 5, 2007



PETER HORT, ESQ.  
By: Peter Hort  
Incoming Counsel

STATE OF NEW YORK, COUNTY OF NEW YORK) ss.:

On the 5<sup>th</sup> day of June, 2007, before me personally came and appeared PETER HORT to me known and known by me to the be individual described in and who executed the foregoing instrument, and who duly acknowledged to me that he executed same.

Vincent Bologna  
NOTARY PUBLIC

<sup>NY</sup>  
Richmond CTY.  
NO: 01304956263  
Exp: 9/18/2009